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## United States Senate

COMMITTEE ON THE JUDICIARY

WASHINGTON, DC 20510-6275

May 23, 2014

The Honorable William J. Baer  
Assistant Attorney General for Antitrust  
United States Department of Justice  
950 Pennsylvania Avenue, NW  
Washington, DC 20530

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The Honorable Thomas Wheeler  
Chairman  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

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Dear Assistant Attorney General Baer and Chairman Wheeler:

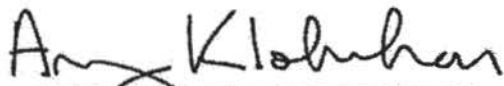
As Chairman and Ranking Member of the Subcommittee on Antitrust, Competition Policy and Consumer Rights, we write regarding AT&T's proposed acquisition of DirecTV. This proposed transaction would result in additional consolidation in the market for pay television and may impact consumer welfare in that market and other markets in which the companies operate. For example, the companies currently compete with each other in 25 percent of the country, including in 10 of the top 20 markets. In addition, this merger, taken together with the recently announced merger between Comcast and Time Warner Cable, could potentially affect future innovation and technological advances, including the availability of online video distribution.

AT&T and DirecTV state that their merger will create a "competitive alternative to cable for consumers wanting a better bundle of top-quality broadband, video and mobile services, as well as a better customer experience and enhanced innovation." The companies further state that increased scale will allow the merged entity to realize cost synergies.

As you review this transaction, we believe it is important to validate and weigh these efficiencies against the potential competitive harms that could result from the transaction. As always, the key to analyzing any merger should be the effect it will have on consumers, including price, choice, quality of service, and innovation.

We plan to hold a Subcommittee hearing this summer to examine the important issues raised by this proposed merger and will follow up with you based on the evidence and testimony reviewed during that process. Thank you for your attention to this matter.

Sincerely,



Amy Klobuchar, Chairman  
Subcommittee on Antitrust,  
Competition Policy and Consumer Rights



Mike Lee, Ranking Member  
Subcommittee on Antitrust,  
Competition Policy and Consumer Rights